

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN FIVE DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDERS ENTERED IN CAUSES NOS. 131-51, 139-8, AND 139-90 IN SECTION 7, TOWNSHIP 3 SOUTH, RANGE 1 WEST, SECTION 27, TOWNSHIP 3 SOUTH, RANGE 2 WEST, AND SECTIONS 17, 20, AND 29, TOWNSHIP 3 SOUTH, RANGE 3 WEST, U.S.M., DUCHESNE COUNTY, UTAH.

NOTICE OF HEARING

Docket No. 2013-014
Cause No. 139-104

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, pursuant to Utah Administrative Code R641-113-100, has designated a hearing examiner to conduct a hearing on WEDNESDAY, MAY 15, 2013, at 1:30 PM, or as soon thereafter as possible, in Room 112, Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq. and as provided for in Utah Code Ann. § 40-6-1 et seq. and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the hearing examiner to receive testimony and evidence regarding a Request for Agency Action to:

1. Pool all of the interests within five sectional drilling units established by the Board's Orders entered in Causes Nos. 131-51, 139-8, and 139-90, such drilling units comprising all of Section 7, Township 3 South, Range 1 West; all of Section 27, Township 3 South, Range 2 West; and all of Sections 17, 20, and 29, Township 3 South, Range 3 West, U.S.M., Duchesne County, Utah (collectively, the "Subject Lands"); and
2. Including that the pooling be made retroactive to the date of first production for the first applicable Subject Well completed as a producing well in a Drilling Unit; and

3. Incorporating the following provisions, in accordance with Utah Code Ann. § 40-6-6.5:
 - a. That operations incident to the drilling of a designated Drilling Unit well upon any part of a Drilling Unit covered by such order shall be deemed for all purposes to be operations upon each separately owned tract in the Drilling Unit.
 - b. That the portion of production allocated or applicable to a separately owned tract within any Drilling Unit covered by such order shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.
 - c. That such order provide for the payment of just and reasonable costs incurred in the drilling and operation of the designated Drilling Unit well or wells, including, but not limited to:
 - (i) the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, and storage facilities;
 - (ii) reasonable charges for the administration and supervision of operations; and
 - (iii) other costs customarily incurred in the industry.
 - d. That an owner is not liable under such an order for costs or losses resulting from the gross negligence or willful misconduct of the operator.
 - e. That if an owner does not elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well or wells within a reasonable time following written notice of the opportunity to participate (a “**Non-Consenting Owner**”), then such party shall be entitled to receive, subject to royalty or similar obligations, the share of production of the well applicable to his or her interest in the Drilling Unit after the owners who elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well or wells (the “**Consenting Owners**”) have recovered from the Non-Consenting Owner’s share of production the following amounts less any cash contributions made by the Non-Consenting Owner:
 - (i) 100% of the Non-Consenting Owner’s share of the cost of surface equipment beyond the wellhead connections;
 - (ii) 100% of the Non-Consenting Owner’s share of the estimated cost to plug and abandon the well as determined by the Board;
 - (iii) 100% of the Non-Consenting Owner’s share of the cost of operation of the well commencing with first production and continuing until the Consenting Owners have recovered all costs;
 - (iv) an amount to be determined by the Board but not less than 150% nor greater than 300% of the Non-Consenting Owner’s share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing, and the cost of equipment in the well to and including the wellhead connections.
 - f. That a Non-Consenting Owner’s share of the costs specified above is that interest which would have been chargeable to the Non-Consenting Owner had it initially agreed to pay its share of the costs of the well from the commencement of the operations for the well.
 - g. That if there is any dispute about costs, the Board shall determine the appropriate costs.
 - h. That such order shall provide for reimbursement to the Consenting Owners for any Non-Consenting Owner’s share of the costs out of production from the Drilling Unit attributable to his or her tract and that the Consenting Owners shall own and be entitled to receive,

subject to royalty or similar obligations, the share of production attributable to their working interests in the Drilling Unit; and unless he or she has agreed otherwise, his or her proportionate part of the Non-Consenting Owner's share of the production until costs are recovered as provided herein.

- i. That if a Non-Consenting Owner's tract is subject to a lease or other contract for oil and gas development, such order shall provide that the Consenting Owners shall pay any royalty interest or other interest in the tract not subject to the deduction of the costs of production from the production attributable to that tract.
 - j. That if a Non-Consenting Owner's tract is not subject to a lease or other contract for oil and gas development, then such party shall receive as royalty the average landowner's royalty attributable to each tract within such Drilling Unit, said royalty to be paid from production attributable to each such tract until the Consenting Owners have recovered the costs as provided herein.
 - k. That the operator of the Drilling Unit well or wells shall furnish any Non-Consenting Owner with monthly statements specifying costs incurred, the quantity of oil and gas produced, and the amount of oil and gas proceeds realized from the sale of the production during the preceding month.
 - l. That when the Consenting Owners have recovered from a Non-Consenting Owner's relinquished interest all of the amounts specified herein, the relinquished interest shall automatically revert to the Non-Consenting Owner. The Non-Consenting Owner shall from that time own the same interest in the designated Drilling Unit well and the production from it, and be liable for the further costs of the operation, as if he or she had participated in the initial drilling and operation. Such costs shall be payable out of production.
 - m. That in any circumstance where a Non-Consenting Owner has relinquished his or her share of production or at any time fails to take his or her share of production in-kind when he or she is entitled to do so, the Non-Consenting Owner shall be entitled to an accounting of the oil and gas proceeds applicable to his or her relinquished share of production, and payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of costs.
 - n. That a reasonable interest charge of the Prime Rate plus 2% (percent) (with "Prime Rate" defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo Bank ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah) be imposed on the outstanding costs and expenses.
 - o. That plugging and abandonment costs based on evidence provided by Newfield at the hearing in this Cause be determined.
 - p. That all other issues between any Non-Consenting Owners and the Consenting Owners not otherwise expressly addressed in the Board's order be governed by the provisions of the current form of joint operating agreement that governs operations by the Consenting Owners on the Subject Lands or other nearby producing lands.
4. Providing for such other and further relief as may be just and equitable under the circumstances.

The examiner's proposed findings of fact and conclusions of law will be filed with the Board of Oil, Gas, and Mining and presented at the next regularly scheduled Board hearing which has been set for THURSDAY, MAY 30, 2013, at 9:00 AM, or as soon thereafter as possible, in the multipurpose room at the Uintah Basin Applied Technology College, 1100 East Lagoon Street, Roosevelt, Utah.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than May 10, 2013. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

Natural persons may appear and represent themselves before the hearing examiner. All other representation by parties before the hearing examiner will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 18th day of April, 2013.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING
James T. Jensen, Chairman



/s/ Julie Ann Carter
Board Secretary
1594 West North Temple, Suite 1210
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(801) 538-5277

CERTIFICATE OF MAILING

I hereby certify that on this 19th day of April, 2013, I caused a true and correct copy of the foregoing **NOTICE OF HEARING** to be served via U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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Taylorsville, UT 84129

Presumed Heirs of Glenda Oakden (heir of Thora Wardle)
Scott Cameron
340 E Stonehedge Dr, Apt 17F
Murray, UT 84107

Presumed Heirs of Glenda Oakden (heir of Thora Wardle)
Rochelle Gallegos
No Address

Heirs of Ada Fenn
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Hc 66 Box 108
Roosevelt, UT 84066-9405

Heirs of Ada Fenn
Ronald L Fenn
PO Box 588
Roosevelt, UT 84066-0588

Heirs of Ada Fenn
Hazel E Pike
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Myton, UT 84052-0344

Heirs of Ada Fenn
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Black Stone Minerals Co LP
PO Box 201709
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Gallagher Headquarters Ranch Development Ltd
PO Box 1181
San Antonio, TX 78294-1811

B H C H Mineral Ltd
PO Box 1817
San Antonio, TX 78296-1817

Milam Sons Minerals LLC
John B Milam Manager
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George G Vaught Jr
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TC Craighead & Company
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Ardmore, OK 73402

Broughton Petroleum Inc.
PO Box 1389
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Red River Royalties, Inc
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Ardmore, OK 73402

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Argo Energy Partners, Ltd
PO Box 1808
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Covey Minerals Inc.
Attn: Gary Nelson
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Salt Lake City, UT 84109

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539 E Normandy Dr
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Fredericksburg Royalty Ltd
PO Box 1481
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Raymond T Duncan Oil Properties, Ltd
PO Box 467
Oklahoma City, OK 73101-0467

Ute Indian Tribe of the Uintah and Ouray
Reservation, Utah
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Fort Duchesne, UT 84026

Walter Duncan Oil LLC
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Oklahoma City, OK 73101-0467

Hardy Mineral and Royalties, Ltd
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Verlie A Stringham McCarrell, Trustee
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Kathleen Fietkau Winget
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Reva Gilbert Fowles
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Denver, CO 80206

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Salt Lake City, UT 84121

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Presumed heirs of the Estate of
Leo William Ware
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Apache Junction, AZ 85120

Presumed heirs of the Estate of
Leo William Ware
Michael Ware
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Apache Junction, AZ 85120

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Kimball Ware
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Presumed heirs of the Estate of
Leo William Ware
Heidi Baer
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Salt Lake City, UT 84124

Presumed heirs of the Estate of
Leo William Ware
Wendy Barr
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Charles Mattingly Family Trust Dated
1/23/1985,
By Farmers National Company as Agent
5110 S Yale St, Suite 400
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Charles Mattingly Family Trust Dated
1/23/1985, By Intrust Bank N.A., Trustee
105 North Main St
Wichita, KS 67202

EP Energy E&P
1001 Louisiana St
Houston, TX 77002

QEP Energy Company
1050 17th St, Suite 500
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BSNR Raptor
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Presumed heirs of the Estate of Martha Lou Horrocks
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B H C H Minerals LTD
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Milam Sons Minerals LLC
John B Milam Manager
PO Box 26
Chelsea, OK 74016

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Convey Minerals Inc.
Attn: Gary Nelson
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Salt Lake City, UT 84109

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Lois Hatch Horrocks
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Mary Janae Liddell Brown
464 E 8220 S
Sandy, UT 84070-0421

Karen Charlotte Liddell Opfar
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Spanish Fork, UT 84660-1225

Michelle Liddell Monson
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Russell Dee Liddell
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Orem, UT 84057-8522

Randall Dewain Liddell
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Mindadee Liddell Porter
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Santaquin, UT 84655

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Sandra Bowen Sather
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Rodney K Johnson
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Cleon Parry Butterfield
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Clinton Butterfield
AKA Clinton Sherwood Butterfield or
Catherine Butterfield TTEES
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Cloyd James Butterfield
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Las Vegas, NV 89110

Christopher James Butterfield
Cloyd James Butterfield TTEE
6512 New Brunswick Ave
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Kelly Lynn Doran
FKA Kelly Lynn Butterfield
Cloyd James Butterfield TTEE
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Fern B Oberhansley
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Fawn B Coltharp Family Living Trust
DTD 5/25/2000, Amended 1/26/2005
Frances C Loos, Mary C Brinkerhoff or
Patricia Gilson TTEES
2142 Eastwood
Ogden, UT 84403-5359

Heiman and Kaye Cheim Trust
DTD 5/9/1984
Heiman Cheim individually and as TTEE
PO Box 990
Marysville, CA 95901

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FKA Judy Jeniel Butterfield
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DOI-ONRR BIA Uintah/AGCY (134206)
Heirs of John Sullivan MUNC 533 BIA
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Mark Chapman
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EP Energy E&P Company LP
PO Box 200861
Houston, TX 77216

Charles Mattingly Family Trust Dated
1/23/1985, By Intrust Bank N.A., Trustee
Box 1
Wichita, KS 67201-5001

Charles Mattingly Family Trust Dated
1/23/1985, By Farmers National Company
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Bowen, Ind. And as per Rep. of the Estate of
Bruce J. Bowen Dec. 1920
162nd Avenue KP S
Lakebay, WA 98349
[Undeliverable]

Analisa Palmer, Ind. And as Suc. TR Of the
Bruce J. Bowen Irrevocable trust
7308 Ponderosa Drive
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Dianna Bowen
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Audrey Wheeler, Ind. And as Trustees of the
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Swasey Family Trust DTD 11/29/10
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Julie Ann Carter

CERTIFICATE OF PUBLISHED NOTICE

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2013-014, Cause No. 139-104 to be PUBLISHED in the following newspapers on the following days:

April 21, 2013:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

April 23, 2013:

Uintah Basin Standard, a newspaper of general circulation in Duchesne and Uintah Counties.

Julie Ann Carter